

ANNENBERG FOUNDATION

MEMO

DATE: October 10, 2013
TO: Marcelo Villagomez, Santa Monica Bay Restoration Foundation
FROM: Abbie Paschal, Operations Administrator
SUBJECT: Payment Agreement

Enclosed please find a fully signed original payment agreement with The Annenberg Foundation for your files.

It's important to include your contract number, **13-418**, on all submitted invoices and correspondence for accurate processing.

If you have any questions regarding this document or if I can be of any further assistance, please feel free to contact me at 310-209-1632, or apaschal@annenbergfoundation.org.

PAYMENT AGREEMENT

This Payment Agreement (hereafter "Agreement") is entered into by and between the Santa Monica Bay Restoration Foundation (hereafter "SMBRF") and The Annenberg Foundation ("Annenberg")(collectively, the "Parties"). This Agreement is agreed to be effective as of the date of the last signature on this document and is not binding on any party until all the above parties have affixed their signature on this document.

RECITALS

SMBRF is coordinating the Environmental Impact Report/Environmental Impact Statement for the Ballona Wetlands restoration project ("Project") which includes an Urban Ecology Center on Area C South (the "Urban Ecology Center"), to which Annenberg has committed material support.

SMBRF has concluded that additional monies will be necessary for the completion of the Project, including the employment of staff overseeing the Project.

Annenberg has agreed to commit additional funds to cover the costs necessary for SMBRF to employ a staff coordinator for a period of up to one (1) year, to assist in the completion of the Project.

AGREEMENT

In acknowledgement of the recitals stated above, the Parties agree as follows:

- Payment by Annenberg:** Annenberg agrees to pay the total sum of up to \$107,250 (One Hundred Seven Thousand, Two Hundred Fifty Dollars) to SMBRF for costs associated with the employment of a staff coordinator for the Project. This amount shall be paid in equal monthly installments paid on or about the 15th of each month, by check payable to the "Santa Monica Bay Restoration Foundation." The payments shall commence on January 1, 2014, and shall continue for a period of up to one year, or until the services of the staff coordinator are no longer necessary in connection with the Project's and/or the Urban Ecology Center's EIR/EIS, whichever occurs sooner.
- Employment by SMBRF:** All individuals employed or otherwise engaged by SMBRF to perform duties in connection with the Project, including the staff coordinator referenced in Paragraph 1 above, shall remain exclusively the employees or agents of SMBRF, which shall dictate all of the terms and conditions of their employment or engagement. None of these individuals, including the staff coordinator referenced in Paragraph 1 above, shall be considered the employee or agent of Annenberg for any purpose.
- Indemnification:** SMBRF agrees to indemnify, defend, and hold harmless Annenberg for any and all losses, liabilities, claims, or judgments resulting from any alleged failure of SMBRF to pay wages, benefits, federal or state taxes, or otherwise to comply with applicable employment and health and safety laws in connection with the Project.

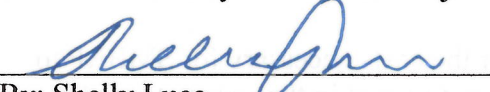
4. **Controlling Law:** This Agreement is governed and controlled in all respects by California law and shall be enforceable in any appropriate venue of the California Superior Court system.

5. **Miscellaneous:** This Agreement constitutes the entire agreement between the Parties pertaining to the issues addressed herein, and supersedes all prior oral or written agreements or communications regarding the subject. All amendments or modifications to this Agreement must be in writing and signed by both Parties.

6. **Execution:** This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

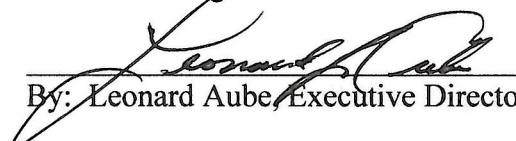
The following Parties agree to all of the terms of this Agreement.

Foundation
Santa Monica Bay Restoration Project


By: Shelly Luce

9/16/13
Date

The Annenberg Foundation


By: Leonard Aube, Executive Director

10/3/13
Date